
FREEDOMS FOUNDATION AT VALLEY FORGE

A Pennsylvania Nonprofit Corporation

Bylaws

ARTICLE 1

PURPOSES

1.1 The purposes of the Corporation are exclusively charitable, educational, and religious, as set forth in the Articles of Incorporation. In pursuing such purposes, the Corporation shall not act so as to impair its eligibility for exemption under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 2

OFFICES

2.1 Registered Office. The registered office of the Corporation shall be at such location in Pennsylvania as the Board of Directors may from time to time determine.

2.2 Other Offices. The Corporation may also have offices at such other places as the Directors may select and the business of the Corporation shall require.

ARTICLE 3

MEMBERS

3.1 Honorary Titles. The Board of Directors may create classes of “membership,” such as contributing members or honorary members, as they see fit, but such “members” shall not have the rights of Members under the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the “Act”).

ARTICLE 4

DIRECTORS

4.1 Powers. The business and affairs of the Corporation shall be managed by the Board of Directors, except as otherwise required by the Act, these Bylaws, or a resolution duly adopted by the Board of Directors.

4.2 Qualifications of Directors. Each Director shall be an individual of at least 18 years of age, who need not be a resident of Pennsylvania.

4.3 Number, Election and Term of Directors. The Board of Directors shall consist of not fewer than five nor more than 25 persons. New directors shall be chosen by ballot of the existing Directors. A Director may be nominated and elected at any time to fill any vacancy. If a Director is elected at an Annual Meeting, his or her term shall be three years. If a Director is elected otherwise, then his or her term shall begin immediately and extend for three years from the next Annual Meeting. The Chief Executive Officer serves as a Director by virtue of office and thus for a term of indefinite duration.

4.4 Term Limitation. No Director shall serve more than two terms unless two-thirds of Directors so vote, a quorum being present.

4.5 Removal. Any Director may be removed from office, with or without the assignment of any cause, by a vote of a majority of Directors in office, at a duly convened meeting of the Board of Directors, as the case may be, provided that written notice of the intention to consider removal of such Director has been included in the notice of the meeting. No Director may be removed without having the opportunity to be heard at such meeting, but no formal hearing procedure need be followed.

4.6 Quorum. A majority of all Directors shall constitute a quorum for the transaction of business at any meeting, and the acts of a majority of the Directors present at a duly convened meeting at which a quorum is present shall be the acts of the Board of Directors, unless a greater number is required by the Act or these Bylaws.

4.7 Vote. Every Director shall be entitled to one vote.

4.8 Unanimous Consent of Directors in Lieu of Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent or consents setting forth the action so taken shall be submitted by all of the Directors in office and shall be filed with the Secretary of the Corporation.

4.9 Annual Meeting. The annual meeting of the Board of Directors shall be held as determined by the Board Chair after consultation with the Board of Directors.

4.10 Regular Meetings. Regular meetings of the Board of Directors shall be held as determined by the Board Chair after consultation with the Board of Directors.

4.11 Special Meetings. Special meetings of the Board of Directors may be called by the Board Chair or by a majority of the members of the Board of Directors at any time. At least five days written notice stating the time, place and purpose of any special meeting shall be given to the members of the Board of Directors.

4.12 Teleconference Meetings. Any or all Director(s) may participate in a meeting of the Board of Directors or any committee thereof by means of a conference telephone or similar communications equipment by which all persons participating in the meeting can hear each other.

ARTICLE 5

OFFICERS

5.1 Positions, Election, Term. The officers of the Corporation shall include a Board Chair, one or more Vice-Chairs, a Secretary, a Treasurer, and a Chief Executive Officer. The Board Chair, Vice-Chair(s), Secretary, and Treasurer shall be elected by the Directors from among the Board of Directors at their annual meeting(s) and shall serve for a term of one year and until their successors are elected and qualified. The Directors may elect such other officers or assistant officers, who need not be members of the Board of Directors, as they deem appropriate from time to time.

5.2 Consecutive Terms. Officers may be elected for consecutive terms.

5.3 Duties. The duties of the officers shall include the following:

(a) The Board Chair shall preside at all meetings of the Board of Directors; shall generally supervise the business of the Corporation; shall execute documents on behalf of the Corporation; and shall have such powers and perform such duties as the Board of Directors may prescribe.

(b) A Vice Chair shall have such powers and perform such duties as the Board of Directors may prescribe or as the Board Chair may delegate.

(c) The Secretary shall assure that minutes are prepared and maintained for all meetings of the Board of Directors; shall assure that appropriate notice is given for all meetings of the Board of Directors; and shall perform such other duties as the Board of Directors may prescribe or as the Board Chair may delegate.

(d) The Treasurer shall assure that accurate accounts of the receipts and disbursements of the Corporation are maintained; shall cause financial reports to be provided to the Board of Directors as requested, but not less than once a year; and shall perform such other duties as the Board of Directors may prescribe or as the Board Chair may delegate.

(e) The Chief Executive Officer shall direct day-to-day operations of the Corporation and shall have such powers and perform such duties as the Board of Directors may prescribe or as the Board Chair may delegate. By virtue of the office, the Chief Executive Officer is a member of the Board of Directors and each of its committees.

5.4 Removal of Officers. Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights of any person so removed.

ARTICLE 6

COMMITTEES

6.1 Establishment. The Board of Directors may establish one or more committees to consist of one or more Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board of Directors forming the committee, shall have and may exercise any of the powers and authority of the Board of Directors, except that no committee shall have any power or authority as to the following:

- (a) The filling of vacancies on the Board of Directors.
- (b) The adoption, amendment or repeal of the Bylaws.
- (c) The amendment or repeal of any resolution of the Board of Directors.
- (d) Action on matters committed by the Bylaws or by resolution of the Board of Directors to another committee of the Board of Directors.

If any person who is not a Director is appointed to any committee of the Board of Directors, such non-Director shall have no right to vote on any question that would create a binding obligation of the Corporation.

6.2 Appointment to Committees. The Board Chair shall have the power to appoint and remove members and chairs of all committees, with the advice of the Board of Directors.

6.3 Creation and Composition of Advisory Boards. The Corporation may, in its discretion, establish Advisory Boards that may include persons who are not Directors. Such Advisory Boards shall have no power to bind the Corporation and shall have only such other responsibilities and duties as may be delegated to them by the Board of Directors or the Board Chair.

ARTICLE 7

RESIGNATIONS AND VACANCIES

7.1 Resignations. Any Director or officer may resign from such position at any time, such resignation to be made in writing and to take effect from the time of its receipt by the Corporation, unless some later time may be fixed in the resignation, and then from that date. The acceptance of the resignation by the Board of Directors shall not be required to make it effective.

7.2 Filling Vacancies.

(a) If a vacancy exists among the positions available for Directors, the Board of Directors may choose a person or persons who may serve as a Director for the remainder of the applicable term.

(b) If the position of any officer becomes vacant, the Board of Directors may choose a person or persons who shall hold office for the remaining term.

ARTICLE 8

MEETINGS AND NOTICE

8.1 Place of Meetings. Meetings may be held at such place within or without Pennsylvania and shall be held as determined by the Board Chair after consultation with the Board of Directors.

8.2 Notice. Whenever notice is required to be given to any person, it shall be given to such person either personally or by sending a copy thereof by first class or express mail, postage prepaid, or courier service, charges prepaid, to the person's address appearing on the books of the Corporation, or in the case of Directors, supplied by that person to the Corporation for the purpose of notice, or by facsimile transmission, e-mail or other electronic communication to the person's facsimile number or address for e-mail or other electronic communications supplied by the person to the Corporation for the purposes of notice. Notice by mail or courier shall be deemed to have been given when deposited in the United States mail or with a courier service for delivery. Notice by facsimile, email or other electronic communication shall be deemed to have been given when sent. Such notice shall specify the day, hour and geographic location, if any, of the meeting and any other information which may be required by the Act or these Bylaws.

8.3 Waiver of Notice. Any required notice may be waived by written consent of the person entitled to such notice either before or after the time for giving of notice, and attendance of a person at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

8.4 Electronic Mail. Any action which may be done, or is required to be done, in writing under these Bylaws or the Act, including agreement to a unanimous written consent, shall be valid if sent and received by electronic mail.

ARTICLE 9

LIABILITY AND INDEMNIFICATION

9.1 General Rule. A Director shall not be personally liable for monetary damages as a Director for any action taken, or any failure to take any action, unless:

(a) the director has breached or failed to perform the duties of Director in accordance with the standard of conduct contained in Section 5712 of the Act and any amendments and successor acts thereto; and

(b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness;

Provided, however, that the foregoing provision shall not apply to (a) the responsibility or liability of a Director pursuant to any criminal statute or (b) the liability of a Director for the payment of taxes pursuant to local, state or federal law.

9.2 Indemnification. The Corporation shall indemnify any officer, Director, employee, or representative, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (and whether or not by, or in the right of, the Corporation) (a “Proceeding”), by reason of the fact that such person is or was a representative of the Corporation, or is or was serving at the request of the Corporation as a representative of another domestic or foreign corporation for-profit or not-for-profit, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such Proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal proceeding, had no reason to believe such conduct was illegal; provided, however, that no person shall be entitled to indemnification pursuant to this Article in any instance in which the action or failure to take action giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness; and provided, further, however, in instances of a claim by or in the right of the Corporation, indemnification shall not be made under this section in respect of any claim, issue or matter as to which the person has been adjudged to be liable to the Corporation unless and only to the extent that the court of common pleas of the judicial district embracing the county in which the registered office of the Corporation is located or the court in which the action was brought determines upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses that the court of common pleas or other court shall deem proper.

9.3 Procedure. Unless ordered by a court, any indemnification under Section 9.2 or otherwise permitted by law shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because he or she has met the applicable standard of conduct set forth under that section. Such determination shall be made:

- (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to the action or proceeding; or
- (b) if such a quorum is not obtainable or if obtainable and a majority vote of a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

9.4 Advancement of Expenses. The Corporation shall advance expenses incurred by any officer, Director, employee, or representative, who may be eligible for indemnification pursuant to this Article in defending a Proceeding unless such Proceeding is brought against the person by or in the right of the Corporation, and may advance such expenses in any case in which it decides indemnification may be appropriate, in advance of the final disposition of such Proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount so advanced if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

9.5 Continuing Right to Indemnification. The indemnification and advancement of expenses provided pursuant to this Article shall continue as to any person who has ceased to be

an officer or Director of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such person.

9.6 Other Rights. This Article shall not be exclusive of any other right which the Corporation may have to indemnify any person as a matter of law.

ARTICLE 10

AMENDMENTS

10.1 Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended only by a majority of all Directors at any duly convened meeting of Directors after not less than 10 days written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

10.2 Bylaws. The Bylaws may be amended by a majority of all Directors at any duly convened meeting of Directors, after written notice of such purpose has been given, including a copy of the proposed amendment or a summary of the changes to be effected thereby.

ARTICLE 11

MISCELLANEOUS

11.1 Definitions.

(a) Written. Whenever a written document or written action is required by these Bylaws, it shall be sufficient if such document is provided or action is taken in Record Form.

(b) Record Form. "Record Form" means inscribed on a tangible medium or stored in an electronic or other medium and retrievable in perceivable form.

(c) Sign or Signature. Whenever these Bylaws require a signature or a signed document, it shall be sufficient if the person signing acts with present intent to authenticate or adopt information in Record Form and (1) manually signs or adopts a tangible symbol or (2) attaches to, or logically associates with, information in Record Form an electronic sound, symbol or process.

11.2 Fiscal Year. The fiscal year of the Corporation shall follow the calendar year.

11.3 Policies. The Board of Directors shall adopt policies dealing with conflicts of interest, whistleblower protection, and document retention and destruction.

11.4 Headings. In interpreting these Bylaws, the headings of articles shall not be controlling.

11.5 Bond. If required by the Board of Directors, any person shall give bond for the faithful discharge of his or her duty in such sums and with such sureties as the Board of Directors shall determine.

11.6 Subventions. The Corporation shall be authorized, by resolution of the Directors, to accept subventions on terms and conditions not inconsistent with the Act and to issue certificates therefor.

11.7 Corporate Seal. The corporate seal of the Corporation shall be in circular form and shall bear the name of the Corporation and the words “Corporate Seal, Pennsylvania ____.”

Adopted: October 19, 2019